

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

S.O.I.TEC SILICON ON INSULATOR
TECHNOLOGIES S.A. and SOITEC USA,
INC.,

Plaintiffs and Counterclaim
Defendants,

v.

MEMC ELECTRONIC MATERIALS, INC.,

Defendant and Counterclaim
Plaintiff.

JURY TRIAL DEMANDED

Civil Action No. 05-806-KAJ

**UNOPPOSED MOTION FOR LEAVE TO FILE
AMENDED COMPLAINT FOR DECLARATORY JUDGMENT**

Plaintiffs S.O.I.TEC Silicon On Insulator Technologies S.A. and Soitec USA, Inc. (collectively, "SOITEC") hereby move for leave to file an Amended Complaint in the form attached hereto as **Exhibit A**, that reduces the number of patents at issue from seven (7) patents to one (1) patent. A copy of the Amended Complaint is attached hereto as **Exhibit B** and a blacklined copy of the Amended Complaint reflecting the changes in the original Complaint is attached hereto as **Exhibit C** in accordance with D. Del. L.R. 15.1.

The Amended Complaint also adds counts for declaratory judgment of co-inventorship and unenforceability for the remaining patent, i.e., United States Patent No. 6,236,104 ("the '104 Patent"), which are presented in response to the counterclaim of Defendant, MEMC Electronic Materials, Inc. ("MEMC") to the original Complaint.

No prejudice will result from the proposed amendment, because the issues raised by the proposed amendment have been asserted by way of defense to MEMC's Counterclaim, and declaratory relief regarding these defenses could have been sought by counterclaim to MEMC's counterclaim. Rather, the proposed amendment simplifies the pleadings by eliminating the need for SOITEC to assert its right for a declaration as to these issues by pleading counterclaims in response to the MEMC counterclaim, and avoids confusion in terminology regarding counterclaims to a counterclaim. The proposed amendment is timely because it comes at the outset of this case and is well within the timeframe allowed for amending the pleadings as set forth in the Court's scheduling order, and will not affect any of the established deadlines in the case.

Statement Pursuant to Rule 7.1.1

Plaintiffs' counsel consulted with Defendant's counsel regarding this motion and
Defendant's counsel does not oppose this Motion.

DATED: April 5, 2006

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/s/ John L. Reed

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